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Attorneys for Nominal Defendant
Leap Wireless International, Inc.

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

CHARLES GRAHAM, Derivatively on
Behalf of Nominal Defendant LEAP
WIRELESS INTERNATIONAL, INC.,

Plaintiff,

v.

S. DOUGLAS HUTCHESON, AMIN
KHALIFA, GRANT BURTON, DEAN M.
LUVISA, MICHAEL B. TARGOFF, JOHN
D. HARKEY, JR., ROBERT V. LAPENTA,
MARK H. RACHESKY, M.D., and JAMES
D. DONDERO,

Defendants,

and

LEAP WIRELESS INTERNATIONAL,
INC.,

Nominal Defendant.

CASE NO. 08-CV-0246 L NLS

(Derivative Action)

**NOMINAL DEFENDANT LEAP WIRELESS
INTERNATIONAL, INC.'S RULE 7.1
DISCLOSURE STATEMENT**

Judge: The Hon. M. James Lorenz
Courtroom: 14

1 TO THE CLERK OF THE ABOVE ENTITLED COURT AND TO ALL PARTIES AND
 2 THEIR ATTORNEYS OF RECORD:

3 Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, Nominal Defendant
 4 Leap Wireless International, Inc. ("Leap") states that: (a) it has no parent corporation that owns
 5 10% or more of its stock; and (b) it has no publicly held corporation that owns 10% or more of
 6 its stock.

7 To further enable the Court to evaluate possible conflict issues, Leap states that,
 8 based solely on beneficial ownership information that has been filed with the Securities and
 9 Exchange Commission on Schedules 13D and 13G by beneficial owners of more than 5% of
 10 Leap common stock prior to the date hereof, Leap believes that the following three entities have
 11 voting and investment power with respect to more than 10% of the total Leap stock outstanding:
 12 (i) entities affiliated with MHR Fund Management, LLC; (ii) entities affiliated with Harbinger
 13 Capital Partners Master Fund I, Ltd.; and (iii) T. Rowe Price Associates, Inc. Under the Federal
 14 Rules, Leap is not required to and by this filing does not agree to undertake to supplement its
 15 voluntary disclosure of beneficial owners of more than 10% of Leap common stock that are not
 16 publicly held by a corporation.

17 Dated: May 30, 2008

Respectfully submitted,

18 LATHAM & WATKINS LLP
 19 Miles N. Ruthberg
 20 Pamela S. Palmer
 21 Kimberly Arouh Hicks
 22 Jake Ryan
 23 Curtis Carll
 24 Daniel K. Greene

25 By s/ Kimberly Arouh Hicks
 26 Kimberly Arouh Hicks
 27 Attorneys for Nominal Defendant
 28 Leap Wireless International, Inc.
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PROOF OF SERVICE

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, CA 92101-3375.

On May 30, 2008, I served the following document described as:

NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S RULE 7.1 DISCLOSURE STATEMENT

by serving a true copy of the above-described document in the following manner:

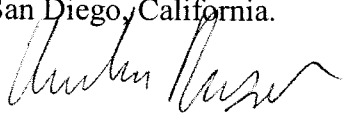
BY ELECTRONIC FILING

I am familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

Edward M. Gergosian, Esq.
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Attorneys for Plaintiff

I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 30, 2008, at San Diego, California.



Andrea Rasco